



Department of State.

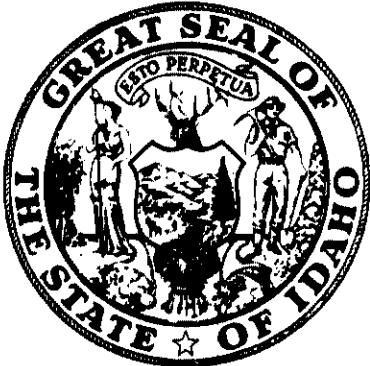
**CERTIFICATE OF AUTHORITY
OF**

EMORY BOOK SALES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **EMORY BOOK SALES, INC.** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **EMORY BOOK SALES, INC.** to transact business in this State under the name **EMORY BOOK SALES, INC.** and attach hereto a duplicate original of the Application for such Certificate.

Dated August 16, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M. Zabala

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Emory Book Sales, Inc.

2. The name which it shall use in Idaho is Emory Book Sales, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is August 1, 1989 and the period of its duration is unlimited

5. The address of its principal office in the state or country under the laws of which it is incorporated is

10522 Overland Road, Boise, Idaho 83709

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is

300 North 6th Street, Boise, Idaho 83701

~~1209 Orange Street, Wilmington, Delaware 19801~~ and the name of its proposed

C T Corporation System

registered agent in Idaho at that address is ~~The Corporation Trust Company~~

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: to engage in any lawful act or activities for which corporations may be organized under the General Corporation Law of the State of Idaho including but not limited to the sale of books and the leasing of real and personal property.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>W. Paul Cowell</u>	<u>President</u>	<u>5210 Schubert Rd., Knoxville, TN 37912</u>
<u>Michael L. Hodges</u>	<u>Secretary</u>	<u>5210 Schubert Rd., Knoxville, TN 37912</u>
<u>Larry May</u>	<u>Director</u>	<u>5210 Schubert Rd., Knoxville, TN 37912</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 8-13-90

Emory Book Sales, Inc.

(Corporation Name)

By W. Paul Cowell

Its President/Vice President (please specify)

W. Paul Cowell

and Michael L. Hodges

Its Secretary/Assistant Secretary (please specify)

Michael L. Hodges

STATE OF Tennessee)

COUNTY OF Knox) ss:

I, Shirley K. Hackney, a notary public, do hereby certify that on

this 13 day of August, 19 90, personally appeared before

me W. Paul Cowell and Michael L. Hodges, who being by me first duly sworn, declared that ^{they} ~~she~~

~~are~~ ^{are} the president and secretary of Emory Book Sales, Inc.

that ^{they} ~~she~~ signed the foregoing document as president and secretary of the corporation and that the statements therein contained are true.

Shirley K. Hackney
Notary Public

My commission expires March 24, 1992

State of Delaware

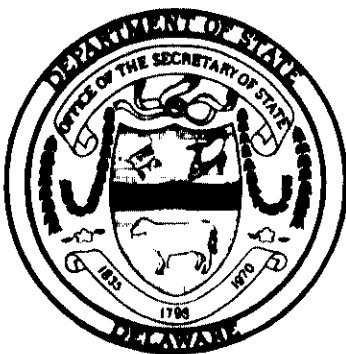


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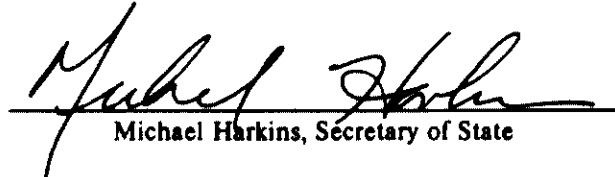
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY EMORY BOOK SALES, INC. IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 12755986

DATE: 08/08/1998